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July 16, 2009

RECORDATION NO. 23681-K FILED

JUL 16 '09 -2 3 5 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2001-1E

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement 5E (CIT Rail Trust 2001-1E), dated July 16, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement 5E (CIT Rail Trust 2001-1E) being filed with the Board under Recordation Number 23681-K.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest, N.A.  
79 South Main Street  
Salt Lake City, UT 84111

Indenture Trustee: Manufacturers and Traders Trust Company  
25 South Charles Street  
Baltimore, MD 21202

Anne K. Quinlan, Esquire  
July 16, 2009  
Page Two

A description of the railroad equipment covered by the enclosed document is:

2,561 railcars (499 of which have been remarked and renumbered): CHTT 286745, CHTT 286776, ALY 34524 and within the series ATW 50304 - ATW 50412, ATW 643000 - ATW 643137, BNSF 513000 - BNSF 513124, CEFX 30100 - CEFX 33498, CIGX 800499 - CIGX 800534, CP 346638 - CP 346682, NS 193900 - NS 210036, WE 2300 - WE 2799, WE 487602 - WE 487679 and TCMX 34246 - TCMX 34463 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Trust Indenture Supplement 5E (CIT Rail Trust 2001-1E)

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUL 16 '09 -2 3 5 PM

**TRUST INDENTURE SUPPLEMENT 5E  
(CIT Rail Trust 2001-1E)**

**SURFACE TRANSPORTATION BOARD**

This Indenture Supplement 5E (CIT Rail Trust 2001-1E), dated as of July 16, 2009 (this "Indenture Supplement"), between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1E), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and, Banc of America Leasing & Capital, LLC, as Owner Participant, and MANUFACTURERS AND TRADERS TRUST COMPANY, as Indenture Trustee (the "Indenture Trustee").

**WITNESSETH:**

WHEREAS, Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in and to certain railcars, other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2001-1E), dated as of September 28, 2001, as more fully identified on Schedule 4 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 5 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2001-1E) dated as of September 28, 2001, as more fully identified on Schedule 4 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 5 hereto.

WHEREAS, on the date hereof Owner Trustee entered into that certain Lease Supplement 5E (CIT Rail Trust 2001-1E) to the Lease ("Lease Supplement 5E") with The CIT Group/Equipment Financing, Inc. ("Lessee"), to (i) evidence the replacement of one hundred (100) Units identified on Schedule 1 hereto (the "Replaced Units") with one hundred (100) Units identified on Schedule 1 hereto (the "Replacement Units"), which replacement was effected as of December 31, 2001 in accordance with that certain letter from Lessee to Lessor dated December 17, 2001, and (ii) substitute the reporting marks and numbers of four hundred ninety nine (499) of the Units (including certain of the Replacement Units) leased to Lessee under the Lease with a new reporting marks and numbers (each, a "New Mark") pursuant to Section 4.2 of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Owner Trustee and Indenture Trustee agree as follows:

1. In order to secure the prompt payment of the principal of, and Make-Whole Amount, if any, and interest on and all other amounts due with respect to all of the Equipment Notes from time to time outstanding under the Indenture, the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture, in such

Equipment Notes and in the other Operative Agreements for the benefit of the Indenture Trustee and the holders of such Equipment Notes, and the prompt payment, performance and observance by the Lessee of all the agreements, covenants and provisions of the Operative Agreements for the benefit of the Indenture Trustee and the holders of such Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of such Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Owner Trustee in, to and under the property comprising the Replacement Units, and (ii) has granted, sold, assigned, transferred, conveyed, mortgaged and set over, a security interest in and mortgage lien on all of the right, title and interest of the Owner Trustee under, in and to Lease Supplement 5E (excluding, however, any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of such Equipment Notes.

2. The Owner Trustee acknowledges that the Replacement Units have been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

3. The Indenture Trustee, as secured party, hereby terminates, releases and discharges the security interest in and mortgage lien on all right, title, interest, claims and demands in, to and under the property comprising the Replaced Units. Such security interest and mortgage lien were granted to the Indenture Trustee pursuant to Trust Indenture Supplement 1E identified on Schedule 4 hereto. For the avoidance of doubt, nothing herein shall be construed to release the lien of the Indenture or to impair such lien upon any property subject thereto except with respect to the Replaced Units.

4. The reporting marks and numbers of each of the four hundred ninety nine (499) Units (including certain of the Replacement Units) identified on Schedule 2 hereto (the "Current Mark") shall be substituted with the applicable New Mark listed opposite each such Unit on Schedule 2.

5. A list of the complete and current marks and numbers of all Units (including any Replacement Units and each New Mark, if applicable) in which the Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in and to certain railcars, other than Excepted Property, pursuant to the terms of the Indenture, is set forth on Schedule 3 attached hereto.

6. This Indenture Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

7. This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein.

8. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

9. The Owner Trustee wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

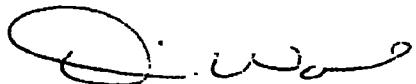
10. It is expressly agreed and understood that all representations, warranties and undertakings of Owner Trustee hereunder (except as expressly provided herein) shall be binding upon Owner Trustee only in its capacity as Owner Trustee under the Trust Agreement and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Owner Trustee hereunder.

11. It is expressly agreed and understood that all representations, warranties and undertakings of Indenture Trustee hereunder (except as expressly provided herein) shall be binding upon Indenture Trustee only in its capacity as Indenture Trustee under the Indenture and in no case shall the Indenture Trustee be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Indenture Trustee hereunder.

\* \* \*

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By:   
Name: David Wall  
Title: Assistant Vice President

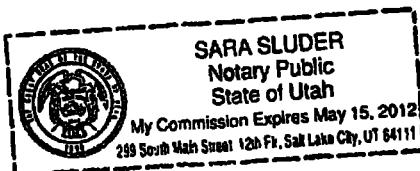
STATE OF UTAH              )  
                                )  
COUNTY OF SALT LAKE        ) ss:

The foregoing Indenture Supplement (CIT Rail Trust 2001-1E) was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this \_\_\_ day of July, 2009 by David Wall, as Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee.

  
\_\_\_\_\_  
Notary Public

My commission expires: May 15, 2012

[Notarial Seal]



IN WITNESS WHEREOF, the Indenture Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

**MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee**

By: Robert D. Brown  
Name: Robert D. Brown  
Title: Administrative Vice President

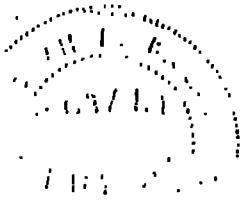
STATE OF MARYLAND )  
                      ) ss:  
CITY OF BALTIMORE )

The foregoing Trust Indenture Supplement (CIT Rail Trust 2001-1E) was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 15th day of July, 2009 by Robert D. Brown, as Administrative Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY.

Deborah K. Bailey  
Notary Public

My commission expires: 4/1/2010

[Notarial Seal]



## SCHEDULE 1

### Replaced Units:

Equipment Group	Number	Description/Type	Mark and Numbers
5	100	52' Mill Gondolas	See Schedule 1-A attached hereto

### Replacement Units:

Equipment Group	Number	Description/Type	Mark and Numbers
5	100	52' Mill Gondolas	See Schedule 1-A attached hereto

## SCHEDULE 1-A

<b>Replaced Units:</b>	<b>Replacement Units:</b>
CEFX 31603	CEFX 30403
CEFX 31610	CEFX 30412
CEFX 31615	CEFX 30413
CEFX 31624	CEFX 30414
CEFX 31627	CEFX 30415
CEFX 31637	CEFX 30416
CEFX 31639	CEFX 30417
CEFX 31652	CEFX 30418
CEFX 31657	CEFX 30419
CEFX 31658	CEFX 30420
CEFX 31659	CEFX 30421
CEFX 31672	CEFX 30422
CEFX 31674	CEFX 30423
CEFX 31684	CEFX 30424
CEFX 31687	CEFX 30425
CEFX 31692	CEFX 30426
CEFX 31694	CEFX 30427
CEFX 31696	CEFX 30428
CEFX 31701	CEFX 30429
CEFX 31704	CEFX 30430
CEFX 31706	CEFX 30431
CEFX 31708	CEFX 30432
CEFX 31713	CEFX 30433
CEFX 31716	CEFX 30434
CEFX 31720	CEFX 30435
CEFX 31721	CEFX 30436
CEFX 31725	CEFX 30437
CEFX 31736	CEFX 30438
CEFX 31738	CEFX 30439
CEFX 31741	CEFX 30440
CEFX 31744	CEFX 30441
CEFX 31745	CEFX 30442
CEFX 31754	CEFX 30443
CEFX 31762	CEFX 30444
CEFX 31770	CEFX 30445
CEFX 31772	CEFX 30446
CEFX 31776	CEFX 30447
CEFX 31778	CEFX 30448
CEFX 31779	CEFX 30449
CEFX 31780	CEFX 30450
CEFX 31788	CEFX 30451
CEFX 31790	CEFX 30452
CEFX 31799	CEFX 30453
CEFX 31803	CEFX 30454
CEFX 31810	CEFX 30455
CEFX 31815	CEFX 30456

CEFX	31819		CEFX	30457	
CEFX	31821		CEFX	30458	
CEFX	31839		CEFX	30459	
CEFX	31841		CEFX	30460	
CEFX	31849		CEFX	30461	
CEFX	31862		CEFX	30462	
CEFX	31872		CEFX	30463	
CEFX	31876		CEFX	30464	
CEFX	31886		CEFX	30465	
CEFX	31896		CEFX	30466	
CEFX	31899		CEFX	30467	
CEFX	31902	(Previously CSXT 487502)	CEFX	30468	
CEFX	31907		CEFX	30469	
CEFX	31911		CEFX	31018	
CEFX	31913		CEFX	31581	
CEFX	31925		CEFX	31593	
CEFX	31946		CEFX	31596	
CEFX	31947		CEFX	31597	
CEFX	31955		PAL	260110	See New Mark (Schedule 2)
CEFX	31963		PAL	260117	See New Mark (Schedule 2)
CEFX	31965		PAL	260118	See New Mark (Schedule 2)
CEFX	31966		PAL	260119	See New Mark (Schedule 2)
CEFX	31981		PAL	260120	See New Mark (Schedule 2)
CEFX	31984		PAL	260121	See New Mark (Schedule 2)
CEFX	31991		PAL	260122	See New Mark (Schedule 2)
CEFX	31995		PAL	260123	See New Mark (Schedule 2)
CEFX	31997		PAL	260124	See New Mark (Schedule 2)
CSXT	487601		PAL	260125	See New Mark (Schedule 2)
CSXT	487608		PAL	260126	See New Mark (Schedule 2)
CSXT	487611		PAL	260127	See New Mark (Schedule 2)
CSXT	487612		PAL	260128	See New Mark (Schedule 2)
CSXT	487614		PAL	260129	See New Mark (Schedule 2)
CSXT	487617		PAL	260130	See New Mark (Schedule 2)
CSXT	487620		PAL	260131	See New Mark (Schedule 2)
CSXT	487629		PAL	260132	See New Mark (Schedule 2)
CSXT	487635		PAL	260133	See New Mark (Schedule 2)
CSXT	487636		PAL	260134	See New Mark (Schedule 2)
CSXT	487642		PAL	260145	See New Mark (Schedule 2)
CSXT	487646		PAL	260146	See New Mark (Schedule 2)
CSXT	487659		PAL	260147	See New Mark (Schedule 2)
CSXT	487660		PAL	260148	See New Mark (Schedule 2)
CSXT	487661		PAL	260149	See New Mark (Schedule 2)
CSXT	487664		WE	2336	
CSXT	487667		WE	2337	
CSXT	487670		WE	2338	
CSXT	487673		WE	2339	
CSXT	487676		WE	2340	
CSXT	487677		WE	2341	
CSXT	487682		WE	2342	
CSXT	487686		WE	2343	

CSXT	487687	WE	2344
CSXT	487689	WE	2345
CSXT	487692	WE	2346
CSXT	487693	WE	2347

## SCHEDULE 2

### Current Mark:

Equipment Group	Number	Description/Type	Mark and Numbers
5	499	52' Mill Gondolas	See Schedule 2-A attached hereto

### New Mark:

Equipment Group	Number	Description/Type	Mark and Numbers
5	499	52' Mill Gondolas	See Schedule 2-A attached hereto

## SCHEDULE 2-A

	<b>CURRENT MARK</b>		<b>NEW MARK</b>
ALY	32169		CEFX 32169
ALY	32190		CEFX 32190
ALY	32192		CEFX 32192
ALY	32272		CEFX 32272
ATW	50300		CEFX 30471
ATW	50315		CEFX 30551
CEFX	30377	NS	210021
CEFX	30610	NS	210030
CEFX	30624	NS	210000
CEFX	30641	NS	210031
CEFX	31031	NS	210001
CEFX	31032	NS	210002
CEFX	31037	NS	210014
CEFX	31041	CIGX	800511
CEFX	31045	NS	210032
CEFX	31047	CIGX	800512
CEFX	31514	CIGX	800516
CEFX	31528	CIGX	800517
CEFX	31759	NS	210016
CEFX	31793	NS	210008
CEFX	31957	CIGX	800513
CEFX	32040	CIGX	800518
CEFX	32071	CIGX	800519
CEFX	32080	CIGX	800520
CEFX	32083	CIGX	800521
CEFX	32084	CIGX	800522
CEFX	32088	CIGX	800523
CEFX	32091	CIGX	800524
CEFX	32095	CIGX	800525
CEFX	32096	CIGX	800526
CEFX	32099	CIGX	800527
CEFX	32113	NS	210003
CEFX	32118	NS	210004
CEFX	32158	CIGX	800514
CEFX	32160	NS	210020
CEFX	32168	CIGX	800515
CEFX	32724	CIGX	800528
CEFX	32725	CIGX	800529
CEFX	32737	CIGX	800530
CEFX	32747	CIGX	800531
CEFX	32764	CIGX	800532
CEFX	33343	NS	210033
CEFX	33346	CIGX	800534
CHTT	286675	CEFX	32863
CHTT	286676	ATW	643000
CHTT	286677	ATW	643001

CHTT	286678	ATW	643002
CHTT	286679	ATW	643003
CHTT	286680	ATW	643004
CHTT	286681	ATW	643005
CHTT	286682	ATW	643006
CHTT	286683	CEFX	32871
CHTT	286684	ATW	643007
CHTT	286685	CEFX	32873
CHTT	286686	ATW	643008
CHTT	286687	ATW	643009
CHTT	286688	ATW	643010
CHTT	286689	ATW	643011
CHTT	286690	CEFX	32878
CHTT	286691	ATW	643012
CHTT	286692	ATW	643013
CHTT	286693	ATW	643014
CHTT	286694	ATW	643015
CHTT	286695	ATW	643016
CHTT	286696	ATW	643017
CHTT	286697	CEFX	32885
CHTT	286698	CEFX	32886
CHTT	286699	CEFX	32887
CHTT	286700	CEFX	32888
CHTT	286701	ATW	643018
CHTT	286702	ATW	643019
CHTT	286703	ATW	643020
CHTT	286704	CEFX	32892
CHTT	286705	ATW	643021
CHTT	286706	ATW	643022
CHTT	286707	ATW	643023
CHTT	286708	CEFX	32896
CHTT	286709	ATW	643024
CHTT	286710	CEFX	32898
CHTT	286711	CEFX	32899
CHTT	286712	ATW	643025
CHTT	286713	CEFX	32901
CHTT	286714	ATW	643026
CHTT	286715	CEFX	32903
CHTT	286716	ATW	643027
CHTT	286717	ATW	643028
CHTT	286718	ATW	643029
CHTT	286719	ATW	643030
CHTT	286720	ATW	643031
CHTT	286721	CEFX	32909
CHTT	286722	ATW	643033
CHTT	286723	ATW	643034
CHTT	286724	CEFX	32912
CHTT	286725	ATW	643035
CHTT	286726	ATW	643036
CHTT	286727	CEFX	32915

CHTT	286728	ATW	643037
CHTT	286729	CEFX	32917
CHTT	286730	CEFX	32918
CHTT	286731	CIGX	800499
CHTT	286732	CEFX	32920
CHTT	286733	CEFX	32921
CHTT	286734	CEFX	32922
CHTT	286735	CEFX	32923
CHTT	286736	ATW	643039
CHTT	286737	CEFX	32925
CHTT	286738	ATW	643040
CHTT	286739	CEFX	32927
CHTT	286740	CEFX	32928
CHTT	286741	ATW	643041
CHTT	286742	ATW	643042
CHTT	286743	ATW	643043
CHTT	286744	ATW	643044
CHTT	286746	CEFX	32934
CHTT	286747	CEFX	32935
CHTT	286748	ATW	643046
CHTT	286749	ATW	643047
CHTT	286750	ATW	643048
CHTT	286751	ATW	643049
CHTT	286752	ATW	643050
CHTT	286753	ATW	643051
CHTT	286754	CEFX	32942
CHTT	286755	CEFX	32943
CHTT	286756	CEFX	32944
CHTT	286757	ATW	643052
CHTT	286758	ATW	643053
CHTT	286759	ATW	643054
CHTT	286760	ATW	643055
CHTT	286761	ATW	643056
CHTT	286762	ATW	643057
CHTT	286763	ATW	643058
CHTT	286764	ATW	643059
CHTT	286765	ATW	643060
CHTT	286766	ATW	643061
CHTT	286767	CEFX	32955
CHTT	286768	ATW	643062
CHTT	286769	ATW	643063
CHTT	286770	ATW	643064
CHTT	286771	ATW	643065
CHTT	286772	CEFX	32960
CHTT	286773	ATW	643066
CHTT	286774	ATW	643067
CHTT	286775	CEFX	32963
CHTT	286777	ATW	643069
CHTT	286778	ATW	643070
CHTT	286779	ATW	643071

CHTT	286780	CEFX	32968
CHTT	286781	ATW	643072
CHTT	286782	CEFX	32970
CHTT	286783	ATW	643073
CHTT	286784	CEFX	32972
CHTT	286785	ATW	643074
CHTT	286786	ATW	643075
CHTT	286787	ATW	643076
CHTT	286788	ATW	643077
CHTT	286789	ATW	643078
CHTT	286790	ATW	643079
CHTT	286791	ATW	643080
CHTT	286792	ATW	643081
CHTT	286793	ATW	643082
CHTT	286794	CEFX	32982
CHTT	286795	ATW	643083
CHTT	286796	ATW	643084
CHTT	286797	CEFX	32985
CHTT	286798	CEFX	32986
CHTT	286799	ATW	643085
CHTT	286800	CEFX	32988
CHTT	286801	CEFX	32989
CHTT	286802	ATW	643086
CHTT	286803	ATW	643087
CHTT	286804	ATW	643088
CHTT	286805	CEFX	32993
CHTT	286806	ATW	643089
CHTT	286807	CEFX	32995
CHTT	286808	ATW	643090
CHTT	286809	ATW	643091
CHTT	286810	ATW	643092
CHTT	286811	ATW	643093
CHTT	286812	ATW	643094
CHTT	286813	ATW	643095
CHTT	286814	ATW	643096
CHTT	286815	CEFX	33003
CHTT	286816	ATW	643097
CHTT	286817	ATW	643098
CHTT	286818	ATW	643099
CHTT	286819	ATW	643100
CHTT	286820	ATW	643101
CHTT	286821	CEFX	33009
CHTT	286822	ATW	643102
CHTT	286823	ATW	643103
CHTT	286824	ATW	643104
CHTT	286825	ATW	643105
CHTT	286826	ATW	643106
CHTT	286827	ATW	643107
CHTT	286828	ATW	643108
CHTT	286829	ATW	643109

CHTT	286830	ATW	643110
CHTT	286831	ATW	643111
CHTT	286832	CEFX	33020
CHTT	286833	CEFX	33021
CHTT	286834	CEFX	33022
CHTT	286835	ATW	643112
CHTT	286836	ATW	643113
CHTT	286837	ATW	643114
CHTT	286838	CEFX	33026
CHTT	286839	ATW	643115
CHTT	286840	ATW	643116
CHTT	286841	CEFX	33029
CHTT	286842	CEFX	33030
CHTT	286843	ATW	643117
CHTT	286844	CEFX	33032
CHTT	286845	ATW	643118
CHTT	286846	ATW	643119
CHTT	286847	CEFX	33035
CHTT	286848	ATW	643120
CHTT	286849	CEFX	33037
CHTT	286850	CEFX	33038
CHTT	286851	ATW	643121
CHTT	286852	ATW	643122
CHTT	286853	ATW	643123
CHTT	286854	ATW	643124
CHTT	286855	ATW	643125
CHTT	286856	ATW	643126
CHTT	286857	ATW	643127
CHTT	286858	CEFX	33046
CHTT	286859	ATW	643128
CHTT	286860	CEFX	33048
CHTT	286861	CEFX	33049
CHTT	286862	ATW	643129
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CHTT	286868	ATW	643132
CHTT	286869	ATW	643133
CHTT	286870	CEFX	33058
CHTT	286871	ATW	643134
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CHTT	286874	ATW	643137
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CP	346502	CEFX	33320
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CP	346505	CEFX	33323

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CP	346610	CEFX	33428
CP	346611	CEFX	33429
CP	346612	CEFX	33430
CP	346614	CEFX	33432
CP	346615	NS	210034
CP	346618	CEFX	33436
CP	346619	NS	210035
CP	346620	CEFX	33438
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CP	346625	CEFX	33443
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CP	346679	CEFX	33497
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CP	346681	NS	210036
GNRR	5347	CEFX	32720
GNRR	5392	CEFX	32765
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PAL	260145	NS	201945
PAL	260146	NS	201946

PAL	260147	NS	201947
PAL	260148	NS	201948
PAL	260149	NS	201949

### SCHEDULE 3

Equipment Group	Number	Description/Type	Mark and Numbers
5	2,370	52' Mill Gondolas	See Schedule 3-A attached hereto
5	191	66' Mill Gondolas	See Schedule 3-B attached hereto

**SCHEDULE 3-A**  
**(Marks / Numbers)**

ATW	50304	ATW	643018	ATW	643071	ATW	643120
ATW	50307	ATW	643019	ATW	643072	ATW	643121
ATW	50320	ATW	643020	ATW	643073	ATW	643122
ATW	50323	ATW	643021	ATW	643074	ATW	643123
ATW	50325	ATW	643022	ATW	643075	ATW	643124
ATW	50330	ATW	643023	ATW	643076	ATW	643125
ATW	50333	ATW	643024	ATW	643077	ATW	643126
ATW	50336	ATW	643025	ATW	643079	ATW	643127
ATW	50338	ATW	643026	ATW	643080	ATW	643128
ATW	50345	ATW	643027	ATW	643081	ATW	643129
ATW	50346	ATW	643028	ATW	643082	ATW	643130
ATW	50351	ATW	643029	ATW	643083	ATW	643131
ATW	50356	ATW	643030	ATW	643084	ATW	643132
ATW	50361	ATW	643031	ATW	643085	ATW	643133
ATW	50367	ATW	643032	ATW	643086	ATW	643134
ATW	50370	ATW	643034	ATW	643087	ATW	643135
ATW	50373	ATW	643035	ATW	643088	ATW	643136
ATW	50400	ATW	643036	ATW	643089	ATW	643137
ATW	50401	ATW	643039	ATW	643090	BNSF	513000
ATW	50402	ATW	643040	ATW	643091	BNSF	513001
ATW	50403	ATW	643041	ATW	643092	BNSF	513002
ATW	50404	ATW	643042	ATW	643093	BNSF	513003
ATW	50405	ATW	643043	ATW	643094	BNSF	513004
ATW	50406	ATW	643044	ATW	643095	BNSF	513005
ATW	50407	ATW	643046	ATW	643096	BNSF	513006
ATW	50408	ATW	643047	ATW	643097	BNSF	513007
ATW	50409	ATW	643048	ATW	643098	BNSF	513008
ATW	50410	ATW	643049	ATW	643099	BNSF	513009
ATW	50411	ATW	643050	ATW	643100	BNSF	513010
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ATW	643000	ATW	643052	ATW	643102	BNSF	513012
ATW	643001	ATW	643053	ATW	643103	BNSF	513013
ATW	643002	ATW	643054	ATW	643104	BNSF	513014
ATW	643003	ATW	643055	ATW	643105	BNSF	513015
ATW	643004	ATW	643056	ATW	643106	BNSF	513016
ATW	643006	ATW	643057	ATW	643108	BNSF	513017
ATW	643007	ATW	643058	ATW	643109	BNSF	513018
ATW	643008	ATW	643059	ATW	643110	BNSF	513019
ATW	643009	ATW	643060	ATW	643111	BNSF	513020
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ATW	643013	ATW	643064	ATW	643115	BNSF	513024
ATW	643014	ATW	643065	ATW	643116	BNSF	513025
ATW	643015	ATW	643066	ATW	643117	BNSF	513026
ATW	643016	ATW	643067	ATW	643118	BNSF	513027
ATW	643017	ATW	643069	ATW	643119	BNSF	513028

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BNSF	513030	BNSF	513080	CEFX	30105	CEFX	30155
BNSF	513031	BNSF	513081	CEFX	30106	CEFX	30156
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BNSF	513033	BNSF	513083	CEFX	30108	CEFX	30158
BNSF	513034	BNSF	513084	CEFX	30109	CEFX	30159
BNSF	513035	BNSF	513085	CEFX	30110	CEFX	30161
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CEFX	30575	CEFX	30910	CEFX	31007	CEFX	31070
CEFX	30577	CEFX	30911	CEFX	31008	CEFX	31071
CEFX	30581	CEFX	30912	CEFX	31009	CEFX	31072
CEFX	30583	CEFX	30915	CEFX	31012	CEFX	31073
CEFX	30584	CEFX	30916	CEFX	31016	CEFX	31074
CEFX	30585	CEFX	30919	CEFX	31018	CEFX	31401
CEFX	30587	CEFX	30922	CEFX	31020	CEFX	31402
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NS	201093	NS	201143	NS	201843	NS	201893
NS	201094	NS	201144	NS	201844	NS	201894
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NS	201123	NS	201823	NS	201873	NS	201923
NS	201124	NS	201824	NS	201874	NS	201924
NS	201125	NS	201825	NS	201875	NS	201925

NS	201926	WE	2309	WE	2761	WE	487625
NS	201927	WE	2310	WE	2762	WE	487626
NS	201928	WE	2311	WE	2763	WE	487627
NS	201929	WE	2312	WE	2764	WE	487631
NS	201930	WE	2313	WE	2765	WE	487633
NS	201931	WE	2314	WE	2766	WE	487637
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WE	2306	WE	2758	WE	487621		
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WE	2308	WE	2760	WE	487623		

**SCHEDULE 3-B**  
**(Marks / Numbers)**

ALY	34524	TCMX	34312	TCMX	34353	TCMX	34393
TCMX	34246	TCMX	34314	TCMX	34354	TCMX	34394
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TCMX	34458
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TCMX	34460
TCMX	34461
TCMX	34462
TCMX	34463
TCMX	34414

**Schedule 4**  
**(Description of the Indenture and the Lease)**

Trust Indenture and Security Agreement (CIT Rail Trust 2001-1E), as supplemented by that certain Trust Indenture Supplement 1E (CIT Rail Trust 2001-1E), each dated as of September 28, 2001, as amended pursuant to that certain Pass Through Trustee and Amendment Letter Agreement dated as of November 7, 2001, as further supplemented by that certain Trust Indenture Supplement 2E (CIT Rail Trust 2001-1E) dated as of August 25, 2004, Trust Indenture Supplement 3E (CIT Rail Trust 2001-1E) dated as of August 25, 2004 and Trust Indenture Supplement 4E (CIT Rail Trust 2001-1E) dated March 30, 2005

Equipment Lease Agreement (CIT Rail Trust 2001-1E), as supplemented by that certain Lease Supplement 1E (CIT Rail Trust 2001-1E), each dated as of September 28, 2001, as amended pursuant to that certain Pass Through Trustee and Amendment Letter Agreement dated as of November 7, 2001, as further supplemented by that certain Lease Supplement 2E (CIT Rail Trust 2001-1E) dated as of August 25, 2004, Lease Supplement 3E (CIT Rail Trust 2001-1E) dated as of August 25, 2004 and Lease Supplement 4E (CIT Rail Trust 2001-1E) dated March 30, 2005

**Schedule 5**  
**(Filing Information)**

A (a) Memorandum of Trust Indenture and Security Agreement (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on September 27, 2001 at 4:02 p.m. under recordation number 23681-B, and (ii) the Registrar General of Canada on September 28, 2001, (b) Memorandum of Trust Indenture Supplement 1E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on September 27, 2001 at 4:07 p.m. under recordation number 23681-C, and (ii) the Registrar General of Canada on September 28, 2001, (c) Trust Indenture Release 1E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on August 25, 2004 at 1:58 p.m. under recordation number 23681-D, and (ii) the Registrar General of Canada on August 25, 2004, (d) Trust Indenture Supplement 2E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on August 25, 2004 at 2:22 p.m. under recordation number 23681-F, and (ii) the Registrar General of Canada on August 25, 2004, (e) Trust Indenture Supplement 3E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on August 25, 2004 at 2:41 p.m. under recordation number 23681-H, and (ii) the Registrar General of Canada on August 25, 2004, and (f) Trust Indenture Supplement 4E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on May 18, 2005 at 12:20 p.m. under recordation number 23681-J, and (ii) the Registrar General of Canada on May 17, 2005

A (a) Memorandum of Equipment Lease Agreement (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on September 27, 2001 at 3:55 p.m. under recordation number 23681, and (ii) the Registrar General of Canada on September 28, 2001, (b) Memorandum of Lease Supplement 1E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on September 27, 2001 at 3:59 p.m. under recordation number 23681-A, and (ii) the Registrar General of Canada on September 28, 2001, (c) Lease Supplement 2E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on August 25, 2004 at 2:16 p.m. under recordation number 23681-E, and (ii) the Registrar General of Canada on August 25, 2004, (d) Lease Supplement 3E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on August 25, 2004 at 2:34 under recordation number 23681-G, and (ii) the Registrar General of Canada on August 25, 2004, and (e) Lease Supplement 4E (CIT Rail Trust 2001-1E) was filed with (i) the Surface Transportation Board on May 18, 2005 at 12:15 p.m. under recordation number 23681-I, and (ii) the Registrar General of Canada on May 17, 2005

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/16/09

  
\_\_\_\_\_  
Robert W. Alvord